



Woodward, Inc. Audit Committee Charter

Purpose

The Audit Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) to oversee the integrity of the financial statements of Woodward, Inc. (the “Company”) and the Company’s accounting and financial reporting processes, including the quality of internal controls over financial reporting and audits of the Company’s financial statements. The Committee also assists the Board by overseeing the independent registered public accounting firm’s (the “independent auditor”) qualifications and independence, the Company’s risk management processes, the Company’s compliance with legal and regulatory requirements (including adherence to its code of conduct), and the performance of the independent auditor and internal audit function. The Committee provides the opportunity for an open and candid dialogue on these issues among Committee members, management, the independent auditor, the internal auditor, and others as necessary.

Responsibilities

The following are the principal recurring responsibilities of the Committee. The Committee shall:

Oversight of the Independent Auditor

1. Be directly responsible for the appointment, compensation, retention and oversight of the work of any independent auditor engaged (including resolution of disagreements between management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company. The independent auditor is engaged by the Committee and reports directly to the Committee.
2. Discuss with the independent auditor any matters required to be communicated under current auditing standards, any audit problems or difficulties and management’s response, and other matters as may become required by regulatory agencies.
3. Review and pre-approve all audit services, including the scope and plans for the audits, and the associated audit fees.
4. Review the reports of the Public Company Accounting Oversight Board (the “PCAOB”) with respect to the Company’s independent auditor when such reports are made publicly available. If the Company’s audit was selected for PCAOB inspection, discuss deficiencies, if any, found in such audit.
5. Obtain from the independent auditor the written disclosures and a letter required by the PCAOB regarding the independent auditor’s communications with the Committee concerning independence and relationships between the independent auditor and the Company; obtain confirmation that in the independent auditor’s judgment, they are independent of the Company within the meaning of the federal securities laws; actively engage in a dialogue with the independent auditor any disclosed

relationships or services that may impact their objectivity and independence; and take appropriate actions to oversee the independence of the independent auditor.

Oversight of Financial Reporting and Accounting Matters

1. Review and discuss with management and the independent auditor the Company's annual financial statements and quarterly financial statements prior to the Company's Form 10-K and 10-Q filings, including the disclosures made in management's discussion and analysis and those relating to internal control over financial reporting. Discuss the results of the annual audit and the independent auditor's opinion on the audited financial statements. Recommend to the Board whether the audited financial statements and the related reports on effectiveness of internal control over financial reporting be included in the Company's Annual Report on Form 10-K.
2. Review and discuss with management earnings press releases and the use of any "pro forma" financial information or non-GAAP financial measures, prior to public disclosure.
3. Review and discuss with management and the independent auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements.
4. Review major changes to the Company's accounting principles and practices and develop an understanding of the implications of such changes on financial reports to be issued by the Company.
5. Discuss the independent auditor's opinion on the acceptability and appropriateness of material accounting principles and practices implemented by the Company, and the independent auditor's evaluation of the effectiveness of the Company's internal control over financial reporting. Review and discuss identified significant or material deficiencies in internal control over financial reporting.

Oversight of Internal Audit Function

1. Review and approve the internal audit plan and budget, including the internal audit risk assessment and the results of internal audit activities.
2. Approve in advance the appointment or removal of the internal audit leader.
3. Periodically assess the quality of the internal audit activity, including the use of third parties.
4. Periodically review and approve changes to the Internal Audit Department Charter.

Oversight of Risk Management, Legal, and Ethical Compliance

1. In conjunction with the Board, review and discuss with management the Company's financial reporting risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management processes.

2. Discuss with the General Counsel the Company's compliance with applicable laws and regulations, and legal matters that may have a material impact on the Company's financial statements or accounting policies.
3. Establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal controls, or auditing matters and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
4. Review and discuss the adequacy and performance of the Company's ethics program.
5. Review with the General Counsel any allegations regarding violations of the Company's Codes of Business Conduct and Ethics or other Company policies involving a member of senior management or allegations which, if found to be true would indicate a material fraud or result in a misstatement of earnings or serious reputational damage.

Other Audit Committee Responsibilities

1. Prepare the Audit Committee report required to be included in the Company's annual proxy statement.
2. Review and approve or disapprove those related-party transactions that would be required to be disclosed pursuant to Regulation S-K (Item 404).
3. Periodically meet in separate executive sessions with management, the independent auditor, the internal audit leader, and others as appropriate.
4. Review and discuss the Company's cybersecurity and other information security and technology risks, including the Company's information security and risk management programs.
5. Review and discuss the Company's public emissions and climate-related disclosures, including the related internal controls and procedures. Review and discuss with management any assurance provided by the independent auditor or other third party with respect to such disclosures. Review performance against any publicly reported metrics used to gauge progress toward achievement of any emissions reduction goals established by the Company.
6. Ensure the Company's sustainability program and initiatives are appropriately integrated into the Company's enterprise risk management process.
7. Perform such other specific functions as the Company's Board may from time to time direct, and make such investigations and reviews of the Company and its operations as the Chief Executive Officer or the Board may from time to time request.
8. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
9. Perform an annual self-assessment.
10. Make regular reports to the Board on significant matters reviewed or considered by the Committee.

Role of the Audit Committee

The Committee is responsible for the duties set forth in this charter and, although these responsibilities include a review of the financial statements, the Committee is not responsible for either preparing or auditing the financial statements. Management has the responsibility for preparing the financial statements and implementing effective internal controls over financial reporting and compliance with applicable laws, regulations and Company policies. The independent auditor has the responsibility for auditing the financial statements and management's report on the effectiveness of internal controls over financial reporting.

Resources and Authority of the Committee

The Committee shall review and pre-approve non-audit services to be performed for the Company by the existing or prospective independent auditor. The Committee may establish policies and procedures for pre-approval of audit and permitted non-audit services, including delegation of authority to one or more members of the Committee the authority to grant pre-approvals of those services. Any member to whom such pre-approval authority is delegated shall inform the Committee of any such pre-approvals at the Committee's next scheduled meeting.

The Committee has the authority to engage independent counsel and other advisers as it determines necessary to carry out its duties.

The Company will provide appropriate funding, as determined by the Committee, for (i) compensation to any independent auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company; (ii) compensation to any advisers employed by the Committee; and (iii) the ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

Membership

The Committee is to consist of three or more members of the Board, one of whom is to be elected chair (the "Chair"). The Chair and the other Committee members shall be appointed and may be removed by the Board on the recommendation of the Nominating and Governance Committee. Each member of the Committee must meet the independence requirements for audit committee members as defined by the Securities and Exchange Commission (the "SEC") and the Nasdaq Stock Market listing standards (the "Nasdaq Rules"). Each member shall meet the financial literacy and other applicable requirements of the Nasdaq rules. At least one member of the Committee shall in the judgment of the Board be an "audit committee financial expert" as defined by the SEC. No member of the Committee may serve simultaneously on the audit committees of more than two other public companies, unless the Board determines that such simultaneous service would not impair the member's ability to serve effectively on the Committee.

Meetings

The Committee will meet at least four times each fiscal year, or more frequently as circumstances dictate. The Chairman of the Board, the Committee Chair or a majority of the members of the Committee may call a meeting of the Committee. The Committee may request any officer or employee of the Company to attend a meeting of the Committee, or to meet with any members of, or consultants to, the Committee. The Committee Chair will preside at each Committee meeting and, in consultation with the other members

of the Committee, shall set the frequency and length of each meeting and the agenda of items to be addressed at each meeting. A majority of the Committee members shall constitute a quorum. A majority of the members present shall decide any matter brought before the Committee. The Committee shall review and approve the Committee minutes, copies of which shall be made available to all Board members. The Committee also may act by unanimous written consent.

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As amended and restated April 23, 2025